

SEQUENCE>1
 DESCRIPTION>SMITHFIELD FOODS, INC. 10-Q
 EXT>

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D. C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
 ACT OF 1934

For the quarterly period ended August 2, 1998
 or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
 ACT OF 1934

For the transition period from.....to.....

COMMISSION FILE NUMBER 0-2258

SMITHFIELD FOODS, INC.
 200 Commerce Street
 Smithfield, Virginia 23430

(757) 365-3000

Virginia	52-0845861
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(State of	(I.R.S. Employer
Incorporation)	Identification
	Number)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No

Class

Shares outstanding at
 September 9, 1998

SMITHFIELD FOODS, INC..

Aaron D. Trub
Vice President, Chief Financial Officer and Secretary

C. Larry Pope
Vice President, Finance

Date: September 11, 1998

13-13

TEXT>
DOCUMENT>
DOCUMENT>
TYPE>EX-3
SEQUENCE>2
DESCRIPTION>EXHIBIT 3.2
EXT>

EXHIBIT 3.2

BYLAWS

OF

SMITHFIELD FOODS, INC.

As Amended and Restated on August 27, 1998

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ARTICLE I
SHAREHOLDERS

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SECTION 4.7 CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall be in charge of and be responsible for all securities, funds, receipts and disbursements of the Corporation, and shall deposit or cause to be deposited, in the name of the Corporation, all monies or valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by or under authority granted by the Board of Directors; he shall be custodian of the financial records of the Corporation; he shall keep or cause to be kept full and accurate records of all receipts and disbursements of the Corporation and shall render to the Chairman of the Board, the Chief Executive Officer, the President, any, and the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and he shall perform such other duties as may be assigned to him by the Chief Executive Officer or the Board of Directors.

SECTION 4.8 SECRETARY. The Secretary, subject to the direction of the Chief Executive Officer, shall have general responsibility for and custody of the minutes of all meetings of the shareholders and of the Board of Directors and of all committees appointed by the Board. He shall have general responsibility for and custody of the corporate seal, the transfer books, and other records and documents of the corporation not pertaining to the performance of duties vested in other officers. He shall cause notice to be given of meetings of shareholders, of the Board of Directors, and of all committees appointed by the Board of Directors. He shall perform such other duties as from time to time may be assigned to him by the Chairman of the Board or the Board of Directors or as may be required by law.

SECTION 4.9 VOTING SECURITIES OF OTHER CORPORATIONS. Unless otherwise provided by the Board of Directors, any one of the Chairman of the Board, the Chief Executive Officer, the President, the Secretary or any Assistant Secretary shall have the power (and may appoint from time to time any other person) to act and vote on behalf of the Corporation at all meetings of the shareholders of any corporation in which the Corporation holds stock or in connection with the consent of the shareholders in lieu of any such meeting.

SECTION 4.10 BONDS. The Board of Directors may require that any or all officers, employees and agents of the Corporation give bond to the Corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their respective offices or positions.

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ARTICLE V CAPITAL STOCK

SECTION 5.1 FORM. Shares of the Corporation shall, when fully paid, be evidenced by certificates containing such information as is required by law and approved by the Board of Directors. Certificates for stock of the Corporation shall be signed by the Chairman of the Board, the Chief Executive Officer, the President or a Vice President and by the Secretary or an Assistant Secretary of the Corporation. Any or all of the signatures on the certificate may be a